

Exhibit B

H. S. BERGEN - B2SL

February 1, 1972

MR. WAYNE ETTER
P.R. MALLORY

J. F. Stapleton

T. L. Gossage

Wayne Etter, V.P. of P.R. Mallory, phoned to advise their Board has approved signing the agreement with Monsanto. Their lawyers have some questions however. Will call you direct today or tomorrow.

They are in need of Aroclor 1016 in their plant by 2/15, (shipment 2/4 or 2/7 latest).

I agreed we'd expedite approval if you and their lawyers agree by mail interchange or verbal commitment (a la General Electric).

H. S. BERGEN

/jff

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MONSANTO STL C

MALLORY IND

TELEX PD INDIANAPOLIS INDIANA FEB 3 1972

MR. JOHN STAPLETON, LAW DEPARTMENT

MONSANTO INDUSTRIAL CHEMICALS COMPANY

800 NORTH LINDBERG BLVD.

ST LOUIS MISSOURI

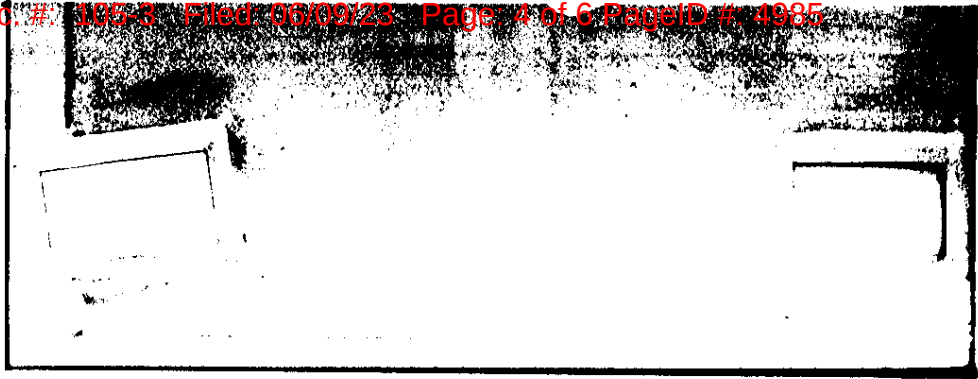
THIS IS IN ACCORDANCE WITH OUR TELEPHONE CONVERSATION ON THE SECOND. THE SPECIAL UNDERTAKING BY MALLORY OF POLYCHLORINATED BIPHENYLS SHALL INCLUDE THE FOLLOWING AMENDMENTS:

1. THE THIRD PARAGRAPH, LINE 9 AFTER "EXPENSES" AND BEFORE "ARISING" INSERT----/EXCEPT TO THE EXTENT ARISING FROM THE FAILURE OF PCB'S TO CONFORM WITH SPECIFICATIONS/-----.

2. FOURTH PARAGRAPH, PAGE 2, AT THE END OF THE SENTENCE AND BEFORE THE "PERIOD" INSERT----AND SUCH PROVISIONS SHALL BE APPLIED TO AND CONSIDERED PART OF EACH SUCH FUTURE CONTRACTS FOR THE SALE OF PCB'S----

3. A NEW PARAGRAPH TO FOLLOW THE FOURTH PARAGRAPH, PAGE 2, TO READ----IF, AT ANY TIME WHILE THE SPECIAL UNDERTAKING CONTAINED HEREIN IS APPLICABLE TO ANY CONTRACTS FOR THE SALE OF PCB'S BY MONSANTO BUYER, MONSANTO AGREES WITH ANOTHER BUYER ON LESS ONEROUS TERMS AND CONDITIONS THAN THE SPECIAL UNDERTAKINGS BY THE BUYER CONTAINED HEREIN, MONSANTO SHALL GIVE BUYER NOTICE OF SUCH LESS ONEROUS TERMS AND CONDITIONS AND, BUYER'S REQUEST, BUYER SHALL BE ENTITLED TO SUCH TERMS AND CONDITIONS FROM THE EFFECTIVE DATE OF SUCH OTHER BUYERS AGREEMENT WITH MONSANTO CONTAINING SUCH TERMS AND CONDITIONS.-----

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Y PLEASE ADVISE IF YOU CONCUR TO THE ABOVE. WE WILL THEN RETYPE
THE SPECIAL UNDERTAKING, EXECUTE IT AND MAIL IT TO YOU FOR
EXECUTION.

R. H. CHILDRESS
TEL: 317-261-1438

P R MALLORY & CO INC
INDPLS IND

CORRECTION IN THE 3. THE 3RD LIND AT END SHOULD READ
MONSANTO TO

AND THE 5TH LINE FROM THAT THE WORD AT END SHOULD BE BUYERS

IS THAT OK NOW

63. YES OK YI

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MONSANTO STL C

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21 FORTIS MISSOURI

300 HOBIN FINEBERG BLVD.

MONSANTO INDUSTRIAL CHEMICALS COMPANY

MR. JOHN STEVENSON, FOR DEPARTMENT

TELEX 50 INDIANAPOLIS INDIAN FEB 2 1915

ATTORNEY IND

FEB 23 REC'D



P. R. MALLORY & CO. INC.
3020 E. Washington St., Indianapolis, Indiana 46206
Telephone: 317-636-5353/Twx: 317-634-4214

PLEASE REPLY TO: Post Office Box 706, Indianapolis, Indiana 46206

February 4, 1972

Monsanto Industrial Chemicals Co.
800 North Lindbergh Boulevard
St. Louis, Missouri 63166

Attention: Mr. John Stapleton,
Law Department

Dear Mr. Stapleton:

As discussed on the phone, enclosed herewith are two copies of the "SPECIAL UNDERTAKING BY PURCHASERS OF POLY-CHLORINATED BIPHENYLS" executed on behalf of our company. It is our understanding that Monsanto will, if at any time while the attached SPECIAL UNDERTAKING is applicable to any contract for the sale of PCB's by Monsanto to our company agree with another buyer on less onerous terms and conditions than embodied in the attached SPECIAL UNDERTAKING, give our company notice of such less onerous terms and conditions and, at our request, we shall be entitled to such terms and conditions from the effective date of such other buyer's agreement with Monsanto containing such terms and conditions.

Please have Monsanto Company execute both copies and return one copy to the undersigned.

Very truly yours,

P. R. MALLORY & CO. INC.

A handwritten signature in dark ink, appearing to read "Mr. Childress", is written over the typed name.

Richard H. Childress
Assistant Secretary

RHC:jr
Encl.

0422157

February 29, 1972

Mr. Richard H. Childress
Assistant Secretary
P. R. Mallory & Company, Inc.
3029 E. Washington Street
Indianapolis, Indiana 46206

Dear Mr. Childress:

Thank you for your letter of February 4, directed to
Mr. John Stapleton in our Law Department.

We very much appreciate your cooperation in executing
the special undertaking agreement and we are pleased
to return a copy of the signed agreement for your
files.

Everything now appears to be in order and we look
forward to the opportunity to continue our supply of
this material to P. R. Mallory & Company.

Sincerely,

Howard S. Bergen, Jr.
Director
Specialty Products

/jff
Enclosure
cc: Mr. Wayne Etter/Mallory

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